

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	
MICHAEL GRAUER,	:
	:
Plaintiff,	:
	:
- against -	:
	:
	:
UBS FINANCIAL SERVICES INC.,	:
THOMAS REICHERT, and BARRY CONNELL,	:
	:
Defendants.	:
-----X	
UBS FINANCIAL SERVICES INC.,	:
THOMAS REICHERT, and BARRY CONNELL,	:
	:
Counterclaim Plaintiffs,	:
	:
- against -	:
	:
	:
MICHAEL GRAUER,	:
	:
Counterclaim Defendant.	:
-----X	

**AFFIRMATION OF ANDREW S. GOODSTADT IN SUPPORT OF  
APPLICATION FOR SUBSTITUTION OF COUNSEL**

Andrew S. Goodstadt, affirms under the penalty of perjury as follows:

1. I am a member of the bar of this Court and of the law firm Thompson Wigdor & Gilly LLP, attorneys for Defendant UBS Financial Services, Inc., ("UBSFS").
2. I submit this affirmation in support of Defendants' application for substitution of counsel for the individually-named Defendants, Thomas Reichert and Barry Connell (together, the "Individual Defendants").

3. The Individual Defendants have selected and engaged the firm Knepper & Gladney LLP, 150 North Wacker Drive, Suite 3050, Chicago, Illinois 60606, as separate counsel due to the circumstances surrounding the separation of their employment from UBSFS.

4. Defendants all agree that while no conflict of interest exists, it is in the Individual Defendants' best interests to engage separate counsel, and for Thompson Wigdor & Gilly LLP to withdraw as their counsel in this matter.

5. Discovery in this case is pending, and no discovery deadline has been set by the Court.

6. We do not foresee any basis for seeking to relitigate issues already decided by the Court by virtue of this substitution of counsel.

Dated: August 13, 2008  
New York, New York

  
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Andrew S. Goodstadt